

Southern Pacific Transportation Company

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August 26, 1985

RECORDATION NO. 5723 X
Filed 1425

SEP 4 1985 -11 57 AM

INTERSTATE COMMERCE COMMISSION

VIA CERTIFIED MAIL

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 26168 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 46

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment dated as of July 29, 1985, to Equipment Trust Agreement dated as of April 1, 1970, creating Southern Pacific Company Equipment Trust, Series No. 46, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1970, recorded on May 19, 1970, at 4:25 PM, assigned Recordation No. 5723;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 5723-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 5723-B;

Mr. James H. Bayne
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Third Supplement to Equipment Trust Agreement
dated as of August 1, 1982, recorded on
August 12, 1982, at 1:00 PM, assigned
Recordation No. 5723-C;

Fourth Supplement to Equipment Trust Agreement
dated as of June 1, 1984, recorded on June 19,
1984, at 3:10 PM, assigned Recordation No.
5723-D;

Fifth Supplement to Equipment Trust Agreement:
dated as of June 30, 1984, recorded on
August 9, 1984, at 11:15 AM, assigned
Recordation No. 5723-E;

Assignment and Transfer of Certain Road
Equipment dated as of June 30, 1984, recorded
on August 9, 1984, at 11:15 AM, assigned
Recordation No. 5723-F; and

Sixth Supplement to Equipment Trust Agreement:
dated as of May 15, 1985, recorded on June 6,
1985, at 12:55 PM, assigned Recordation No.
5723-G.

When the recording of the Declaration of Full Payment
has been completed, will you kindly endorse, with the
pertinent recording information, all executed counterparts
thereof and return four (4) each of the same in the enclosed
self-addressed, stamped envelope.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

cc: Mr. E. F. Grady
(Attn: Mr. D. M. Murphy)

RECORDATION NO. 5723-H Filed 1426

SEP 4 1985 -11 05 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 46

EQUIPMENT TRUST AGREEMENT

Dated as of April 1, 1970

DECLARATION OF FULL PAYMENT

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST, SERIES NO. 46

Equipment Trust Agreement Dated as of April 1, 1970

DECLARATION OF FULL PAYMENT

First Pennsylvania Bank, N.A. (formerly known as The First Pennsylvania Banking and Trust Company, herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of April 1, 1970, as supplemented, between the Trustee and Southern Pacific Transportation Company, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series No. 46", does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that the Southern Pacific Transportation Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in Southern Pacific Transportation Company Equipment Trust, Series No. 46, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to Southern Pacific Transportation Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer

the said railroad equipment to Southern Pacific Transportation Company as the absolute property of Southern Pacific Transportation Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, First Pennsylvania Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 27th day of July, 1985.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By [Signature]

Corporate Trust Officer

ATTEST:

[Signature]
Assistant Secretary

UNITED STATES OF AMERICA)
)
COMMONWEALTH OF PENNSYLVANIA) ss.
)
CITY AND COUNTY OF PHILADELPHIA)

On this 29th day of July, 1985, before
me personally appeared LYNN A. TUZINSKI, to me personally
known, who, being by me duly sworn, says that she is
Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.;
that the seal affixed to the foregoing instrument is the
corporate seal of said corporation; that said instrument was
signed and sealed on behalf of said corporation by authority
of its Board of Directors; and she acknowledged that the
execution of the foregoing instrument was the free act and
deed of said corporation.

Lynne N. McGorry
Notary Public

Commission Expires:

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986